



HOSTELLING INTERNATIONAL
Pacific Mountain Region

True North Hostelling Association
O/A Hostelling International –
Canada – Pacific Mountain Region

BOARD OF DIRECTORS
MEETING SUMMARY

DATE: Saturday February 09 & Sunday February 10, 2008

TIME: February 09 8:45am to 5:00pm PST
February 10 9:00am to 3:00pm PST

PLACE: HI-Vancouver Downtown Hostel Boardroom
1114 Burnaby St., Vancouver, BC
Joint Dinner with National Board 6:30pm
Taki's Restaurant 1106 Davie St.

PRESENT:

Claire Johnson	Chair
Alastair Campbell	Vice Chair Sat & Sun 10:30am onwards
Mark Sowinski	Vice Chair
Jon Azpiri	Director
Craig Brown	Director
Jamie Mintoft	Director
Rosemary Stringer	Director Saturday only

REGRETS: None

STAFF: Alistair McLean CEO

GUESTS: Charles Legein Saturday 2:00pm to 3:15pm only

CONSULTANTS: Robin Robertson AXI

RECORDER: Alistair McLean CEO

1. Call to order

The meeting was called to order at 8:50am PST.

2. Adoption of Agenda

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the approval of the agenda as presented is hereby acknowledged and ratified by the Directors of the Association.

3. Attendance

- A. McLean advised that all directors were in compliance with Bylaws.

4. Adoption of minutes of last meeting

4.1 October 27/28, 2007 Board Meeting

4.2 January 23, 2008 Board Conference Call

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the minutes dated October 27/28, 2007 are approved as presented, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the minutes dated January 23, 2008 are approved as amended (date of resolution), is hereby acknowledged and ratified by the Directors of the Association.

5. Ownership Linkage

5.1 Ownership Linkage Project – Update

- R. Robertson reported the project will intensify in March following the merger vote.

6. Board Education

6.1 Insights Discovery Debrief

- R. Robertson presented Insights Discovery program and individual results.
- Board carried out several exercises.
- R. Robertson to forward final communication piece.

6.2 Hostelling History

- C. Legein provided background and history of hostelling in BC, Southern Alberta and the recent merger of the two associations.

6.3 Joint Program with NEB - IYHF and International Relationships (HI-Vancouver Downtown Hostel – Sat 3:30pm – 5:00pm)

- The Board attended a joint session with the NEB at the HI-Vancouver Downtown hostel regarding the IYHF and HI-Canada international relations.

7. Items for Decision

a) Ends

a.1 Maritimes Region

- A. McLean provided background on the current situation and posed the question of whether True North should look at operating the Maritime region.
- Board approved CEO to investigate further with HI-C NED.

b) Governance Process

b.1 Board Calendar

- C. Johnson discussed the need to use and adhere to the board calendar.
- Lengthy discussion around calendar.
- Chair and Committee Chairs to create committee calendars based from Board calendar.

b.2 Committee Reports

b.2.1 Nominations Committee

- C. Brown advised the board the C. Johnson and A. Campbell are going to run again. C. Brown will advise of his intentions within two weeks.
- Please forward other potential nominations to C. Brown asap.

b.2.1.1 Approval of Nomination Forms

- Craig Brown advised the Nomination Committee recommends to the Board to approve the draft nomination documents and provide authority for the Nominations Committee to approve final documents.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the authority for the Nominations Committee to approve the final call for nominations forms for the 2008 Board election, is hereby acknowledged and ratified by the Directors of the Association.

b.2.2 Audit Committee

- Jon Azpiri reported that the Audit Committee met with the Association auditors, KPMG, to review this year's audit process and audit fee proposal.

b.2.2.1 Approval of audit fees

- Jon Azpiri advised the Audit Committee recommends to the Board to approve the proposed audit fees of \$40,500 for KPMG.

-
- Board requested the Audit Committee to obtain a minimum of three quotes for the audit for the year ending March 31, 2010.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves the audit fees of \$40,500 for the auditors, KMPG, as presented by the Audit Committee for the fiscal year ending March 31, 2008, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves the recommendation of the Audit Committee to recommend to the members at the 2008 Annual General Meeting KPMG as our auditors for the fiscal year ending March 31, 2009, is hereby acknowledged and ratified by the Directors of the Association.

b.2.3 Governance Committee

- A. Campbell advised the committee met several times working on monitoring of section 3 and 4 of the Board policy manual.
- Discussion around response time to committee request. Group agreed to reestablishment of agreed turn around time of 5 days.

b.2.4 CEO Review Committee

- C. Johnson advised the committee met several times.
- Committee is reviewing CEO bonus criteria and work is in progress and will be further discussed and finalized with the assistance of AXI.

b.3 Board Budget Approval

- Alastair Campbell provided a short overview of the 2008/09 Board Operating Budget.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the 2008/09 Board Budget is approved in the amount of \$139,000 is hereby acknowledged and ratified by the Directors of the Association.

b.4 NA Merger

b.4.1 Board Structure Post Merger

- A. Mclean provided an update on the merger process and need of board resolutions to complete process.
- C. Johnson discussed the board setup with two NA members appointed by the NA Board to be appointed to the True North Board.
- Discussion around future board setup.

b.4.2 NA Merger Resolutions

- C. Johnson introduced the following motions to complete the merger process with HI-Northern Alberta.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the approval of the signing of the Memorandum of Understanding dated February 10, 2008 between Canadian Hostelling Association Northern Alberta District and True North Hostelling Association, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board Officers are authorized to take such legal, financial, organizational, management and other actions as may be required to implement the merger of the Canadian Hostelling Association Northern Alberta District and True North Hostelling Association, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves the appointment of two new Board members , Brian Kelly and Peter Nietresta, to the True North Board effective the transfer of Hostelling International Northern Alberta membership to True North Hostelling Association as per the MOU, dated February 10, 2008 between the True North Hostelling Association and the Canadian Hostelling Association Northern Alberta District subject to a positive Northern Alberta merger vote on March 12, 2008, is hereby acknowledged and ratified by the Directors of the Association.

b.5 NSGM Resolutions

- A. McLean advised there are several resolutions that need to be addressed for the upcoming HI-Canada National Special General Meeting.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board appoints Claire Johnson as delegate, and Alastair Campbell as alternate, for the HI-C-PM Region at the HI-Canada Special General Meeting of March 18, 2008 (or re-scheduled date) in regard to the decertification of Canadian Hostelling Association Northern Alberta District, the changing of the boundaries of HI-C-PM Region and the proposed HI-Canada funding formula, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: HI-C-PM Region endorses and directs the delegate or alternate to vote in support of the proposed resolution of the proposed funding formula at the March 18, 2008 (or re-scheduled date) HI-Canada National Special General Meeting, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: HI-C-PM Region endorses and directs the delegate or alternate to vote in support of the proposed resolutions of the decertification of Canadian Hostelling Association Northern Alberta District and change in boundaries of HI-C-Pacific Mountain Region to include the current boundaries of Canadian Hostelling Association Northern Alberta District at the March 18, 2008 (or re-scheduled date) HI-Canada National Special General Meeting, is hereby acknowledged and ratified by the Directors of the Association.

b.6 CRA Support

- A. Mclean provided an update on the CRA charitable status fight.
- A. McLean advised that HI-Canada has requested HI-PM Region for an additional \$3,000 to be spent over the next two fiscal years to assist in legal costs.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the Board approves up to a maximum of \$3,000, spent over the next two fiscal years in support of the legal fight by HI-Manitoba and HI-Ontario East with the CRA (Canadian Revenue Agency) over charitable status is hereby acknowledged and ratified by the Directors of the Association.

c) Executive Limitations

c.1 Operating and Capital Budgets 2008/09

- A. McLean presented the 2008/09 Operating Capital Budgets for information purposes.
- Board members asked several questions regarding the operating and capital budgets.

d) Board-CEO Relationship

d.1 Board-CEO Relationship Policy Monitoring Process

- A. Campbell presented and reviewed the results of section 3 of the Board Policy manual.
- The Board agreed on the need to further review policy 3.3, 3.5, 3.6 and 3.7.
- Governance Committee will request AXI to provide some assistance in reviewing 3.3, 3.5, 3.6 and 3.7.
- The Board completed the monitoring of section 3 of the Board Policy manual and identified several areas to review in a future meeting.

8. Monitoring CEO Performance

8.1 Section 4 Policy Monitoring Report

- A. Campbell presented and reviewed results of section 4 of the Board Policy manual.
- It was agreed to that if no interpretation was needed in the monitoring report then to add “self evident” in the section provided.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the monitoring report has been assessed and accepted as providing reasonable interpretation and evidence of progress in all aspects of Policy 4.1, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the monitoring report has been assessed and accepted as providing reasonable interpretation and evidence of progress in all aspects of Policy 4.2, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the monitoring report has been assessed and accepted as providing reasonable interpretation and evidence of progress in all aspects of Policy 4.6 (as amended), is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the monitoring report has been assessed and accepted as providing reasonable interpretation and evidence of progress in all aspects of Policy 4.7, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the monitoring report has been assessed and accepted as providing reasonable interpretation and evidence of progress in all aspects of Policy 4.8, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the monitoring report has been assessed and accepted as providing reasonable interpretation and evidence of progress in all aspects of Policy 4.9, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the monitoring report has been assessed and accepted as providing reasonable interpretation and evidence of progress in all aspects of Policy 4.10, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the monitoring report has been assessed and accepted as providing reasonable interpretation and evidence of progress in all aspects of Policy 4.11, is hereby acknowledged and ratified by the Directors of the Association.

ON A MOTION DULY MADE, carried unanimously.

BE IT RESOLVED THAT: the monitoring report has been assessed and accepted as providing reasonable interpretation and evidence of progress in all aspects of Policy 4.12, is hereby acknowledged and ratified by the Directors of the Association.

8.2 CEO Base Compensation Report (In Camera)

- Board met in camera to discuss CEO review recommendation

ON A MOTION DULY MADE, carried.

BE IT RESOLVED THAT: the Board approves the CEO Review Committee's recommendation, is hereby acknowledged and ratified by the Directors of the Association.

8.3 Executive Compliance

- A. McLean advised that the CEO is in compliance.
- A. McLean advised that the Board is not in compliance to Board policies 2.1.3; 2.12.3; 3.4.3 but will be in compliance following this meeting.

9. Monitoring Board Performance

9.1 Annual Board Performance Review Process

- Board Chair to request AXI to assist in developing an annual review process as referenced in 2.12.2 and 2.12.3. From this, the Board development document will be updated.
- Discussion around the monitoring of section 2 of the Board policy manual. It was agreed this would be divided over the next 2 meetings.

10. Information Requested by the Board

10.1 Board Budget Update

- A. McLean provided a short update on the current year's Board budget status.
- Short discussion around future educational requirements.

11. “Nice to Know” Information

11.1 Operations – Any nice to know questions re operations

- A. Mclean provided a status report on the Great Places to Work submission.
- A. Mclean provided information on 2010 planning from the operations perspective.
- Board requested an Olympic update report in late 2008.

11.2 IYHF CEO Meeting – Vancouver 2008

- A. McLean advised that the HI-C-PM Region and HI-Canada are hosting the IYHF CEO meeting in Vancouver which starts Sunday evening and ends Tuesday evening. Currently there are 38 delegates attending from around the world.

11.3 Next Board Meeting

- Discussion around location of next meeting which is scheduled for April 19/20, 2008 in Alberta.
- Board Chair to finalize.

12. Self-evaluation of governance process at this meeting

- Board reviewed results of the past meetings.
- Summary and evaluation completed.

13. Adjournment

The meeting was adjourned at 2:10pm PST Sunday February 10, 2008.

Chair

Secretary